

LAW OFFICES

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A Professional Association

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December 9, 2022

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

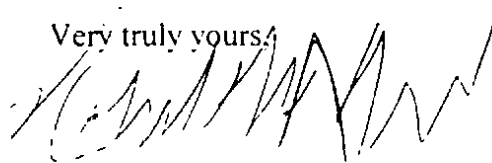
Re: ROG 3, LLC

Dear Sir or Madam:

Please find enclosed the Articles of Organization for ROG 3, LLC. as well as our firms check for \$160.00 for the formation of a new LLC with a registered agent as well as for a Certificate of Status.

Please use our e-mail address of rmh@rhandpa.com for any questions or correspondence that you may have concerning this matter. Thank you for your attention to this matter.

Very truly yours,



Ronald M. Hand, Esq.

RMH/ms
enclosures

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ARTICLES OF ORGANIZATION
OF
ROG 3, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, *Fla. Stat. Chapter 605*, does hereby adopt the following Articles of Organization:

ARTICLE I
NAME

The name of the Company is: **ROG 3, LLC**.

ARTICLE II
DURATION

The duration of the Company is fifty (50) years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of the Articles of Organization providing for continued existence of the company subsequent to the foregoing events.

ARTICLE III
ADDRESS

The street address and mailing address for the Company is: 4350 Albritton Road, Saint Cloud, Florida 34772.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Company is: 4350 Albritton Road, Saint Cloud, Florida 34772 and the name of its initial Registered Agent at that address is: VINCENT VALLONE.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VI
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII
MANAGEMENT OF COMPANY

The Company is to be managed by Managers. The name and addresses of the Manager(s) who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Name: Vincent Vallone
Address: 4350 Albritton Road
City, State, Zip: Saint Cloud, Florida 34772

Name: Veronica Kaplan
Address: 4350 Albritton Road
City, State, Zip: Saint Cloud, Florida 34772

ARTICLE VIII
AMENDMENT

Any amendment to this Articles of Organization shall be on such form(s) as prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with *Florida Statute 605* as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall also be signed by the Member to be added.

ARTICLE IX
INDEMNIFICATION

The Company shall indemnify each Manager or Member, including former Manager(s) or Member(s), to the full extent permitted by law.

ARTICLE X
REGULATIONS OF COMPANY

The power to adopt, alter, amend and repeal the Regulations of the limited liability company shall be vested in the Members, unless vested in the Manager(s) of the company by any amendments

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2
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of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE XI **INFORMAL ACTION OF MEMBERS**

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager(s) of the Company as part of its records.

ARTICLE XII **CONTRACTING DEBT**

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company unless otherwise provided herein.

ARTICLE XIII **TRANSFERABILITY**

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XIV **WITHDRAWAL OR REDUCTION OF MEMBERS' CONTRIBUTIONS TO CAPITAL**

A Member shall not receive out of the Company any part of his, hers or its contribution to capital until:

- (A) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,
- (B) the consent of all Members is had, unless the return of the contributions to capital repayment be rightfully demanded.

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(C) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his, her or its contribution in the manner provided for in the Regulations of the company.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on this 1 day of DECEMBER, 2022.



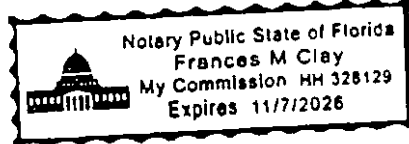
VINCENT VALLONE

Manager, and Authorized Representative
of a Member

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared VINCENT VALLONE, by means of ☒ physical presence or ☐ online notarization and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: a Florida Driver's License and that an oath was taken.

WITNESS my hand and official seal this 1 day of DECEMBER, 2022.


NOTARY PUBLIC

My Commission Expires: 11-7-2026

2023 JAN 19 PM 1:58
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4

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of *Section 605.0113, Florida Statutes*, the undersigned Limited Liability Company submits the following statement is designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: **ROC 3, LLC.**
2. The name and address of the registered agent and office is:

Name: Vincent Vallone
Address: 4350 Albritton Road
City, State, Zip: Saint Cloud, Florida 34772

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of any duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 1 day of DECEMBER, 2022.


VINCENT VALLONE
Registered Agent

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